

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

VIVIAN AND LEONARD JUDELSON, as
Trustees of the VIVIAN JUDELSON
REVOCABLE TRUST DATED 10/9/95, and
VIVIAN S. JUDELSON CONTRIBUTORY
IRA, Individually and On Behalf of All
Others Similarly Situated,

Plaintiffs,

vs.

TARRAGON CORPORATION, WILLIAM
S. FRIEDMAN, ROBERT P.
ROTHENBERG and ERIN D. PICKENS,

Defendants.

HENRY NELSON, Individually and On
Behalf of All Others Similarly Situated,

Plaintiffs,

vs.

TARRAGON CORPORATION, WILLIAM
S. FRIEDMAN, ROBERT P.
ROTHENBERG and ERIN D. PICKENS,

Defendants.

Electronically Filed

Civil Action No. 1:07-cv-07972-PKC
(ECF Case)

Civil Action No. 1:07-cv-08438-PKC
(ECF Case)

[Captions continued on next page]

**[PROPOSED] ORDER CONSOLIDATING ACTIONS,
APPOINTING LEAD PLAINTIFF AND APPROVING LEAD PLAINTIFF'S
SELECTION OF LEAD COUNSEL AND LIAISON COUNSEL**

PAUL BERGER, Individually and On Behalf
of All Others Similarly Situated,

Plaintiffs,

vs.

TARRAGON CORPORATION, WILLIAM
S. FRIEDMAN, ROBERT P.
ROTHENBERG and ERIN D. PICKENS,

Defendants.

Civil Action No. 1:07-cv-08689-PKC
(ECF Case)

1. Having considered the motion of class members Kurt A. Prescott, Leslie R. Bowers, and Dale R. Jesse, individually and as Trustee for the Seaside Resources Retirement Trust (collectively, the “Tarragon Investor Group”) to consolidate actions, to be appointed Lead Plaintiff and for approval of Lead Plaintiff’s selection of Lead Counsel and Liaison Counsel, the memorandum of law in support thereof, the declaration of Evan J. Smith in support of that motion, and good cause appearing therefor,

IT IS HEREBY ORDERED THAT:

2. The motion is granted.
3. The above-captioned actions are consolidated for all purposes (the “Consolidated Action”). This Order (the “Order”) shall apply to the Consolidated Action and to each case that relates to the same subject matter that is subsequently filed in this Court or is transferred to this Court and is consolidated with the Consolidated Action.
4. A Master File is established for this proceeding. The Master File shall be Civil Action No. 1:07-cv-07972-PKC. The Clerk shall file all pleadings in the Master File and note such filings on the Master Docket.
5. An original of this Order shall be filed by the Clerk in the Master File.
6. The Clerk shall mail a copy of this Order to counsel of record in the Consolidated Action.
7. Every pleading in the Consolidated Action shall have the following caption:

IN RE TARRAGON CORPORATION.
SECURITIES LITIGATION

Civil Action No. 1:07-cv-07972-PKC

8. The Court requests the assistance of counsel in calling to the attention of the Clerk of this Court the filing or transfer of any case that might properly be consolidated as part of the Consolidated Action.

9. When a case that arises out of the same subject matter of the Consolidated Action is hereinafter filed in this Court or transferred from another Court, the Clerk of this Court shall:

- a. File a copy of this Order in the separate file for such action;
- b. Mail a copy of this Order to the attorneys for the plaintiff(s) in the newly-filed or transferred case and to any new defendant(s) in the newly-filed case; and
- c. Make the appropriate entry in the Master Docket for the Consolidated Action.

10. Each new case that arises out of the subject matter of the Consolidated Action which is filed in this Court or transferred to this Court, shall be consolidated with the Consolidated Action and this Order shall apply thereto, unless a party objects to consolidation, as provided for herein, or any provision of this Order, within ten (10) days after the date upon which a copy of this Order is served on counsel for such party, by filing an application for relief and this Court deems it appropriate to grant such application. Nothing in the forgoing shall be construed as a waiver of the defendants' right to object to consolidation of any subsequently-filed or transferred related action.

11. The Tarragon Investor Group is appointed to serve as Lead Plaintiff in the above-captioned consolidated action pursuant to 15 U.S.C. § 78u-4(a)(3)(B).

12. The law firm of Schiffrian Barroway Topaz & Kessler, LLP is hereby approved as Lead Counsel for the Class. Lead Counsel shall provide general supervision of the activities of

plaintiff's counsel and shall have the following responsibilities and duties to perform or delegate as appropriate:

- a. To brief and argue motions;
- b. To initiate and conduct discovery, including, without limitation, coordination of discovery with defendants' counsel, the preparation of written interrogatories, requests for admissions, and requests for production of documents;
- c. To direct and coordinate the examination of witnesses in depositions;
- d. To act as spokesperson at pretrial conferences;
- e. To call and chair meetings of plaintiffs' counsel as appropriate or necessary from time to time;
- f. To initiate and conduct any settlement negotiations with counsel for defendants;
- g. To provide general coordination of the activities of plaintiffs' counsel and to delegate work responsibilities to selected counsel as may be required in such a manner as to lead to the orderly and efficient prosecution of this litigation and to avoid duplication or unproductive effort;
- h. To consult with and employ experts;
- i. To receive and review periodic time reports of all attorneys on behalf of plaintiffs, to determine if the time is being spent appropriately and for the benefit of plaintiffs, and to determine and distribute plaintiffs' attorneys' fees; and
- j. To perform such other duties as may be expressly authorized by further order of this Court.

13. The law firm of Brodsky & Smith, LLC is hereby approved as Liaison Counsel for the Class.

IT IS SO ORDERED.

DATED: _____

P. Kevin Castel
United States District Judge